FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Dye & Durham Limited (the "**Company**")
199 Bay Street, Suite 4610
Toronto, Ontario
M5L 1E9

Item 2. Date of Material Change

December 4, 2020

Item 3. News Release

Attached as Schedule "A" is a copy of the press release relating to the material change, which was disseminated December 4, 2020 through the newswire services of Cision Newswire and filed on the System for Electronic Document Analysis and Retrieval.

Item 4. Summary of Material Change

On December 4, 2020, the Company announced that is had entered into a definitive agreement to acquire SAI Global's Property Division for consideration of approximately C$87 million in cash (A$91 million, based on the Bank of Canada daily exchange rate on December 4, 2020). The acquisition is expected to close in early 2021, subject to required regulatory approvals.

SAI Global's Property Division provides its business-to-business customer base, which includes conveyancers, solicitors and the financial services sector, with workflow software, systems and information products to facilitate and complete transfers of property, and includes a large platform in Australia.

Item 5. Full Description of Material Change

For a full description of the material change, please see Schedule "A" attached hereto.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

Charlie MacCready, General Counsel & Corporate Secretary
Tel: (800) 268-7580

Item 9. Date of Report

December 7, 2020

SCHEDULE "A"

(see attached)

DYE & DURHAM TO ENTER AUSTRALIAN MARKET WITH $87 MILLION ACQUISITION OF SAI GLOBAL PROPERTY DIVISION

- The acquisition provides a large footprint into the Australian market and creates the opportunity to build a larger Australian business through future M&A that may unlock substantial synergy potential
- Acquisition of a predictable business model with a diversified B2B customer base using a deeply embedded cloud-based workflow software
- Delivers near-term cash flow, at an attractive valuation multiple, with room for multiple expansion through synergies

Toronto, Ontario, December 4, 2020 – Dye & Durham Limited ("Dye & Durham" or the "Company") (TSX: DND), a leading provider of cloud-based software and technology solutions designed to improve efficiency and increase productivity for legal and business professionals, today announced that it has entered into a definitive agreement to acquire SAI Global's Property Division for Aus$91 million, or approximately Cnd$87 million[1], in cash. The transaction is expected to close in early 2021, subject to required regulatory approvals.

SAI Global's Property Division provides its large B2B customer base, which includes conveyancers, solicitors and the financial services sector, with all the necessary workflow software, systems and information products to facilitate and complete the transfer of property.

The business is also an approved ASIC, PPSR and AFSA information broker, providing its large customer base with the mission critical workflow software and public records required to complete many business and commercial transactions. SAI Global is owned by Baring Private Equity Asia.

The acquisition creates a platform in Australia that is highly aligned with Dye & Durham's existing product lines in Canada and the United Kingdom. The Australia platform is expected to generate meaningful cash flow through its deeply embedded B2B cloud-based workflow software that connects users to more than 3,270 data sources including government registries on a national, state and local council level, to support their regulatory and business compliance processes.

"The acquisition of the SAI Global Property Division opens up a natural geography for Dye & Durham to keep building on its strategy of acquiring, integrating and operating technology businesses in its sector to drive EBITDA growth," said Matt Proud, Chief Executive Officer of Dye & Durham. "It also provides a clear path to build a larger Australian platform in the near term."

The acquisition price is consistent with valuation multiples paid for other recent transactions completed by Dye & Durham.

Dye & Durham's advisors for this transaction were Canaccord Genuity and Dentons.

[1] Based on an Australian Dollars to Canadian Dollars exchange rate for December 4, 2020 of Cnd$0.95

About Dye & Durham

Dye & Durham Limited is a leading provider of cloud-based software and technology solutions designed to improve efficiency and increase productivity for legal and business professionals. Dye & Durham provides critical information services and workflows, which clients use to manage their process, information and regulatory requirements. The Company has operations in Canada and the United Kingdom, and has a strong blue-chip customer base that includes law firms, financial service institutions, and government organizations

Additional information can be found at www.dyedurham.com.

Forward-looking Statements

This press release may contain forward-looking information within the meaning of applicable securities laws, which reflects the Company's current expectations regarding future events, including with respect to the proposed time of closing of the transaction and the Company's acquisition strategy. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond the Company's control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to, the factors discussed under "Risk Factors" in the prospectus supplement of the Company dated November 18, 2020 to the short-form base shelf prospectus of the Company dated November 18, 2020. Dye & Durham does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

For further information, please contact:

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